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Michael L. Phillips, Esq. (Bar No. 232978)
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Attorneys for Plaintiffs/Counter-Defendants, LARGO CONCRETE,
INC. and N.M.N. CONSTRUCTION, INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

LARGO CONCRETE, INC., a California
Corporation; N.M.N. CONSTRUCTION, INC., a
California Corporation.

Plaintiffs,

v.

LIBERTY MUTUAL FIRE INSURANCE
COMPANY, a Massachusetts Corporation, and
DOES 1 through 100, inclusive.

Defendants.

AND RELATED COUNTERCLAIM

Case No. C07-04651 CRB (ADR)
The Hon. Charles R. Breyer

**DECLARATION OF MICHAEL L.
PHILLIPS IN OPPOSITION TO LIBERTY
MUTUAL'S MOTION TO DISQUALIFY
ROXBOROUGH, POMERANCE & NYE
FROM REPRESENTING PLAINTIFFS**

Date: December 21, 2007
Time: 10:00 a.m.
Ctvm: 8

[Memorandum of Points and Authorities;
Objections To Evidence Submitted In Support Of
Liberty Mutual's Motion To Disqualify and
Supporting Declarations Filed and Served
Concurrently Herewith]

Complaint filed: September 10, 2007

I, MICHAEL L. PHILLIPS, declare as follows:

1. I am an attorney duly admitted to practice before this Court. I am an associate with Roxborough, Pomerance & Nye LLP, attorneys of record for the plaintiff Largo Concrete, Inc. and plaintiff and counter-defendant N.M.N. Construction, Inc. (collectively "Plaintiffs"). I have personal knowledge of the facts set forth below and, if called and sworn as a witness, could and would testify competently thereto.

4. Attached hereto as Exhibit “B” is a true and correct copy of correspondence I received from counsel for Liberty Mutual in the *Remedy Temp v. Liberty Mutual Fire Insurance Company* matter dated November 27, 2007.

I declare under perjury, pursuant to the laws of the United States of America, that the foregoing is true and correct.

Executed this 30th day of November, 2007 at Woodland Hills, California.


MICHAEL L. PHILLIPS

EXHIBIT

A



ROXBOROUGH
POMERANCE
& NYE, LLP

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MICHAEL G. KLINE
MARINA N. VITEK
ERIN M. LABRACHE
MICHAEL H. RAICHESON
JULIE A. TRACY
MICHAEL L. PHILLIPS

November 26, 2007

Sent Via Facsimile Only

James F. Henshall, Jr., Esq.
Berger Kahn
P.O. Box 19694
Irvine, CA 92623-9694

Carol A. Rutter
Husch & Eppenberger, LLC
190 Carondelet Plaza, Suite 600
St. Louis, MO 63105

LOS ANGELES OFFICE
10866 WILSHIRE BLVD., SUITE 1550
LOS ANGELES, CA 90024-4336
PHONE: (310)470-1869
FAX: (310)470-9648

Re: Remedy Temp v. Liberty

Dear Jim and Carol:

The purpose of this letter is to request, pursuant to the Stipulated Protective Order, that Liberty consent to disclosure of certain documents produced by Liberty during discovery in this matter. We would like to produce a copy of Liberty's Best Practices/Service Standards in conjunction with of our Opposition to Liberty's Motion to Disqualify our firm in the *Largo v. Liberty* matter. This 6-page document was produced as Exhibit 6 to the deposition of Robert Tokin, as well as during the course of other depositions, including the deposition of Carol Kelley.

Liberty would not be prejudiced by our production of this document in the *Largo v. Liberty* matter and we would be willing to file the document under seal, if you feel that is necessary. I would appreciate a response to this request by 5:00 on Tuesday, November 27, 2007. If you have any questions or concerns, please do not hesitate to contact our office. Thank you for your anticipate cooperation.

Very truly yours,

ROXBOROUGH, POMERANCE & NYE LLP

A handwritten signature in dark ink, appearing to read 'Michael L. Phillips', written over the printed name.

MICHAEL L. PHILLIPS

MLP/er

File No. 02045.02

cc: Nicholas P. Roxborough, Esq.
Michael B. Adreani, Esq.

C O V E R

S H E E T

FAX

To: James F. Henshall, Jr., Esq.
Berger Kahn

Fax: (949) 474-7265

Carol A. Rutter
HUSCH & EPPENBERGER, LLC

Fax: (314) 480-1505

From: Michael L. Phillips, Esq.
Subject: Remedy Temp v. Liberty
Date: November 26, 2007
Pages: 2, including this page.

COMMENTS:

If there are any problems with this transmission, please contact our office at (818) 992-9999.

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED. AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE.

THANK YOU.

From the desk of Elia Ramirez
Roxborough, Pomerance & Nye, LLP
5820 Canoga Avenue, Suite 250
Woodland Hills, CA 91367

(818) 992-9999
Fax: (818) 992-9991

*** TX REPORT ***

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FAX

To: James F. Henshall, Jr., Esq.
Berger Kahn

Fax: (949) 474-7265

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*** TX REPORT ***

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SHEET

FAX

To: James F. Henshall, Jr., Esq.
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EXHIBIT

B

**Husch &
Eppenger, LLC**
Attorneys and Counselors at Law

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St. Louis, Missouri 63105-3441
314.480.1500
Fax 314.480.1505
www.husch.com

314.480.1934 direct dial
carol.rutter@husch.com

November 27, 2007

Via Facsimile and U.S. Mail

Michael L. Phillips, Esq.
Roxborough, Pomerance & Nye, LLP
5820 Canoga Avenue, Suite 250
Woodland Hills, CA 91367

Re: *RemedyTemp, Inc. v. Liberty Mutual*

Dear Michael:

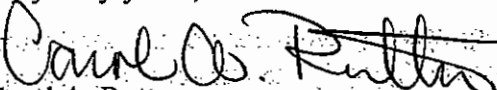
This will acknowledge receipt of your letter dated November 26, 2007, concerning Confidential material produced by Liberty Mutual pursuant to Protective Order in the RemedyTemp litigation.

The terms of the Protective Order in RemedyTemp permit Confidential materials produced to be used only in the RemedyTemp litigation. Liberty Mutual does not consent to the use of the "Best Practices/Service Standards" document referenced in your letter in the Largo Concrete litigation.

Moreover, the RemedyTemp litigation was finally resolved when it was dismissed with prejudice on September 11, 2006. Pursuant to Paragraph 16 of the Protective Order, Liberty Mutual's Confidential documents, including the document referenced in your letter, were required to be returned to Liberty Mutual at that time. Please promptly comply with your firm's obligations under the Protective Order by returning to James Henshall all Confidential materials produced by Liberty Mutual in the RemedyTemp litigation, with a cc to me advising that this has been done.

Thank you for your anticipated cooperation in the prompt return of these materials.

Very truly yours,


Carol A. Rutter

CAR/tg
cc: James Henshall, Esq. (via facsimile)